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ACCOUNT	NO.	:	072100000032
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REFERENCE: 430123 5011226

AUTHORIZATION :

COST LIMIT : \$ 160.00

ORDER DATE: March 5, 2002

ORDER TIME : 2:21 PM

ORDER NO. : 430123-005

CUSTOMER NO: 5011226

CUSTOMER: Lillian Clover, Legal Asst

Gray Harris & Robinson, P.a.

Suite 1400

301 East Pine Street Orlando, FL 32801

DOMESTIC FILING

NAME:

PICERNE CEDAR POINT, LLC

FILE FIRST

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP _ ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: XX CERTIFIED COPY _ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

Deborah Schroder - EXT. 1118

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ARTICLES OF ORGANIZATION FOR PICERNE CEDAR POINT, LLC

ARTICLE I - NAME

The name of the limited liability company is PICERNE CEDAR POINT, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is 247 North Westmonte Drive, Altamonte Springs, Florida, 32714.

ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

W. Terry Costolo, Esquire Gray, Harris & Robinson, P.A. 301 East Pine Street, Suite 1400 Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

W. Terry Costolo, Esquire

ARTICLE IV - MANAGEMEN

The limited liability company is to be managed by one manager and is, therefore, a manager-managed company.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Robert M. Picerne, as Manager and Member

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